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RECORDATION NO. 18103-16
FILED 1425

MAR 11 1993 11:15 AM

March 9, 1993

Sidney L. Strickland, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 18103-C
FILED 1425

MAR 11 1993 11:15 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc. ("Lessee"), enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Memorandum of Lease, dated as of February 1, 1993, between Electric Fuels Corporation ("Lessor") and Lessee, evidencing the Lease of Railroad Equipment, dated as of December 22, 1992 (the "Lease"), between Lessor and Lessee.

Also enclosed for recordation are four (4) counterparts of a Memorandum of Lease Supplement, dated as of February 1, 1993, between Lessor and Lessee, evidencing Lease Supplement No. 1, dated as of February 1, 1993, to the Lease, between the same parties. Equipment covered by Lease Supplement No. 1 consists of six (6) Dash. 8-40CW locomotives, bearing Lessee's road numbers 7847 - 7852, inclusive.

The six (6) locomotives identified herein were among fifty (50) locomotives subject to and described in an Interim User Agreement, dated as of January 7, 1993, among General Electric Company ("GE"), Lessee and The Baltimore and Ohio Chicago Terminal Railroad Company ("B&OCT"), a Memorandum of which was recorded with the Interstate Commerce Commission (the "Commission") on January 25, 1993, at 10:15 a.m. and assigned Recordation Number 18103. The six (6) locomotives identified herein alone were subject to and described in a Partial Termination of Lease, dated as of February 1, 1993, among GE, Lessee and B&OCT, which was recorded with the Commission on February 18, 1993 at 3:10 p.m. and assigned Recordation Number 18103-A.

The names and addresses of the parties are as follows:

Lessor:	Electric Fuels Corporation Barnett Tower One Progress Plaza St. Petersburg, Florida 33701
Lessee:	CSX Transportation, Inc. 500 Water Street Jacksonville, Florida 32202

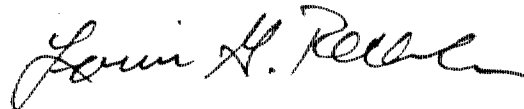
Each unit of equipment has been marked "CSX Transportation, Inc." or "CSXT", or in some other appropriate manner, and also has been marked with one of the road numbers set forth above.

Enclosed is a check in the amount of \$32.00 in payment of the filing fees.

Once these filings have been made, please return to the undersigned time-stamped copies of each enclosed Memorandum not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis H. Reel".

LGR/dlf

Enclosures

MEMORANDUM OF LEASE

MAR 11 1993 11:15 AM

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE is intended to evidence the Lease of Railroad Equipment, dated as of December 22, 1992 (the "Lease"), between Electric Fuels Corporation, a Florida corporation ("Lessor"), and CSX Transportation, Inc., a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under 49 U.S.C. § 11303. Lessee shall lease from Lessor railroad equipment of the type described below at the rentals and upon the terms and conditions provided in the Lease.

Equipment Numbers

To be disclosed in Memoranda of Lease Supplements which will be filed with the Interstate Commerce Commission upon execution.

Equipment Description

Railroad Locomotives

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of the 1st day of February, 1993.

ELECTRIC FUELS CORPORATION

By: Title: Treasurer

CSX TRANSPORTATION, INC.

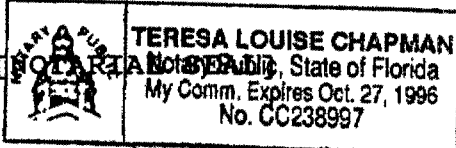
By: 

A. B. Aftora
Treasurer

State of Florida)

County of Pinellas)

On this 1st day of February, 1993, before me personally appeared James V. Smallwood, to me personally known who, being by me sworn, says that he/she is Treasurer of Electric Fuels Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



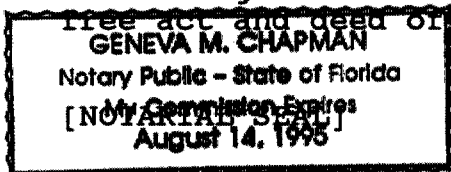
My Commission expires:

Teresa Louise Chapman
Notary Public
Teresa Louise Chapman

State of Florida)

County of Duval)

On this 28th day of January, 1993, before me personally appeared A. B. Aftoora, to me personally known who, being by me sworn, says that he is Treasurer of CSX Transportation, Inc., that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My Commission expires:

Geneva M. Chapman
Notary Public

Geneve M. Chapman
Notary Public
Comm. No. CC136491